

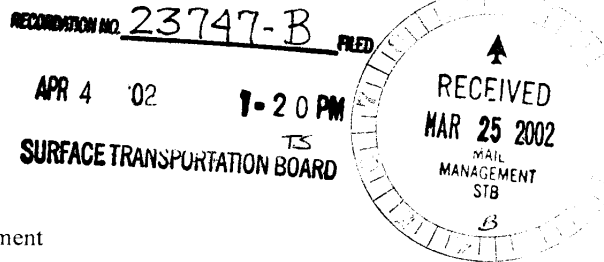


First Union Rail Corporation
NCS811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

March 22, 2002

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated February 7, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23747.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	Sundance Products Inc.
	One O'Hare Center		1425 Candler Road
	6250 River Road, Suite 5000		Gainesville, GA 30507
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is ten (10) 5851 cu. ft. lined plastic pellet cars, with FURX marks (see Exhibit A for numbers).


A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Sundance Products Inc., Lessee, covering ten (10) 5851 cu. ft. lined plastic pellet cars, with FURX marks (see Exhibit A for numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Amy Carone
Manager of Documentation

Enclosures

(SUPR003)

ASSGN. NO.: SUPR003

MEMORANDUM OF LEASE

7th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of February, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Sundance Products Inc., a Georgia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of December 11, 2001, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 7th day of February 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

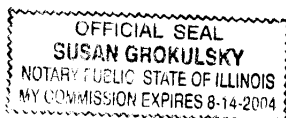
I, SUSAN GOKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of February, 2002.

Susan Gokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 23747-B FILED

APR 4 '02 1:20 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

SUNDANCE PRODUCTS, INC

ATTEST:

By: _____
Name: _____
Title: _____

By: Lorenza Torres
Name: Lorenza Torres
Title: D.O.O.

Executed on this 16 day of January, 2002.

[CORPORATE SEAL]

STATE OF Georgia
COUNTY OF Hall

I, Jennifer Cole, a Notary Public of the County and State aforesaid, certify that Lorenza Torres personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16 day of January, 2002.

Jennifer Cole
Notary Public

My Commission Expires:

Notary Public
Hall County, Georgia
~~My Commission Expires Feb. 17, 2002~~
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS:	Ten (10)
DESCRIPTION OF CARS:	5851 cu. ft. lined Plastic Pellet Cars with Pneumatic Gates and Round Hatch Covers
CAR NUMBERS:	FURX 870005, 870011, 870024, 870045, 870050, 870055, 870064, 870068, 870078, 870092